

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

DARKPULSE, INC.,

Plaintiff,

v.

FIRSTFIRE GLOBAL OPPORTUNITIES
FUND, LLC, and ELI FIREMAN,

Defendants.

Civil Action No. 1:21-cv-11222-ER

**DECLARATION OF DENNIS
O’LEARY PURSUANT TO 28 USC
§ 1746 IN SUPPORT OF DARKPULSE,
INC.’S MOTION FOR TEMPORARY
RESTRAINING ORDER AND
PRELIMINARY INJUNCTION**

1. I, Dennis O’Leary, am Chief Executive Officer and Chairman of the Board of DarkPulse, Inc., (“DarkPulse”), plaintiff in the above-captioned matter.

2. I make this Declaration upon personal knowledge, information, and belief, including information contained in DarkPulse’s business records and information reported to me by other DarkPulse employees.

3. DarkPulse is a company incorporated under the laws of Delaware with a principal place of business in New York, New York. I am duly authorized to make this Declaration on behalf of DarkPulse.

4. I would testify as stated herein if called upon to do so.

5. I make this Declaration in support of the motion filed by DarkPulse seeking a temporary restraining order to restrain FirstFire, and those acting at its direction, from selling shares of DarkPulse common stock pending the outcome of this case.

6. In April 2021 FirstFire purchased a convertible promissory note from DarkPulse, which gave FirstFire the right to convert the debt into shares of DarkPulse stock. At that time,

DarkPulse was unaware that FirstFire could not lawfully enter into the transaction under federal law.

7. Further, my understanding after talking to DarkPulse's counsel is that the total interest charged by FirstFire exceeds the maximum rate allowed by New York law, and therefore the transaction is unlawful on those grounds as well. DarkPulse was unaware of this fact when it entered into the transaction.

8. FirstFire converted the entire debt on November 15, 2021. FirstFire effectuated the conversion by sending a notice of conversion to DarkPulse's transfer agent. Because FirstFire sent the notice of the conversion to my personal account instead of my DarkPulse account, DarkPulse did not become aware of the transaction until several days after the transfer agent had conveyed 177,375,000 shares of stock to FirstFire.

9. For the reasons stated in the Complaint, FirstFire was not entitled to those shares, or to any shares of DarkPulse stock.

10. FirstFire's tactics show that it is not an investor, as it purports to be. Because of the great number of shares currently in FirstFire's possession, FirstFire now has the power to severely depress the stock price if it dumps the entire block into the market. This is what FirstFire did in a prior transaction with DarkPulse involving another convertible note. When FirstFire started conversions into stock in the prior transaction, daily trading volume on DarkPulse stock went from 4.6 million to 8 million then to over 13 million – indicating that FirstFire dumped the stock immediately. Investors do not dump huge blocks of stock into the market and depress the price.

11. I have learned that FirstFire routinely dumps stock in this manner as part of its business model; I have every expectation it will do it again if given the chance.

12. If FirstFire is permitted to dump DarkPulse's stock, it would severely injure the company and its shareholders, making it nearly impossible for the company to find new investors and greatly impeding the company's ability to prosecute this lawsuit.

13. The reputational harm to a small microcap company like DarkPulse caused by a plunge in its stock price is generally severe and often irreparable. Small companies like DarkPulse are struggling to grow; the possibility of future money damages cannot compensate for reputational harm of this type because it translates into lost potential contracts, lost potential investors, and greater difficulty raising money.

14. Further, DarkPulse is already fielding numerous serious complaints from public shareholders about the sharp decrease in the share price. We are concerned that if we do not stop FirstFire, DarkPulse will begin to see claims against the company, management and the Board.

* * *

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 14, 2022

/s/ Dennis O'Leary
DENNIS O'LEARY